

242157

STATE OF SOUTH CAROLINA

(Caption of Case)

Example: Application for a Class C Charter Certificate from
John Doe dba Doe's Limo

BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA

TRANSPORTATION COVER SHEET

Filed: led
Dept: N/A
Date: 3/12/13
Time: 11:07

DOCKET
NUMBER: 2013 - 88 - T

If this is your first time filing an application with the PSC, you will not have a Docket Number. The Commission will assign one to you. If you have filed with the Commission before, a Docket Number was assigned and should be entered above.

(Please type or print)

Submitted by: Craig MehnertTelephone: 215-642-6600Address: Active SC Two, Inc.Fax: 215-642-6610

6 Neshaminy Interplex #401
Irevose, PA 19053

Other: _____
Email: Cmehnert@actvi.day.com

NOTE: The cover sheet and information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is required for use by the Public Service Commission of South Carolina for the purpose of docketing and must be filled out completely.

NATURE OF ACTION (Check all that apply)

☐ Application - Class A/A Restricted☐ Application - Class C Taxi☐ Application - Class C Charter☐ Application - Class C Charter Bus☒ Application - Class C Non-Emergency☐ Application - Class C Stretcher Van☐ Application - Class E Household Goods☐ Application - Class E Hazardous Waste☐ Application☐ Request for Extension to Comply with Order☐ Request for Order Granting Authority to Obtain a Certificate of Public Convenience and Necessity to be Rescinded☐ Request for Cancellation of Certificate☐ Request for Suspension☐ Request for Reinstatement☐ Request for Name Change on Certificate☐ Request to Amend Scope of Authority☐ Request to Amend Tariff (rate increase, etc.)☐ Request to Amend Passenger Limit☐ Request☐ Exhibit☐ Late-Filed Exhibit☐ Letter☐ Proposed Order☐ Publisher's Affidavit☐ Reservation Letter☐ Response☐ Return to Petition☐ Other: _____

RECEIVED

MAR 11 2013

PSC SC
MAIL / DMS

If you have any questions about this form, please contact the PUBLIC SERVICE COMMISSION at 803-896-5100.

led

PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA
101 Executive Center Drive, Suite 100
Columbia, South Carolina 29210
(Mailing address: Post Office Drawer 11649, Columbia, SC 29211)

Phone: (803) 896-5100 Fax: (803) 896-5199

APPLICATION FOR CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY FOR
OPERATION OF MOTOR VEHICLE CARRIER

RECEIVED

CLASS C - NON-EMERGENCY

MAR 11 2013

Date: 12-28-13

PSC SC
MAIL / DMS

Application is hereby made for a Certificate of Public Convenience and Necessity, in accordance with the provision of S.C. Code Ann., § 58-23-10, et seq. (1976), and amendments thereto.

1. Name under which business is to be conducted (corporation, partnership, or sole proprietorship, with or without trade name.)

Active SC Two, Inc. dba Active Day of Georgetown
100 St. Luke Place, Suite B, Georgetown, KY 40324
Street Address of Applicant

6 Neshaminy Interplx, Ste. 401, Treviso, PA 19053
Mailing Address of Applicant (if different from street address)

215-642-16600 Phone 215-642-6610 Fax

Cmehner@activeday.com
Email Address

2. If the Applicant is an LLC or a corporation, a copy of the Certificate of Existence from the South Carolina Secretary of State and the Articles of Incorporation must be attached. (If incorporated outside of SC, attach South Carolina Secretary of State "Foreign Corporation" Certificate.)

3. Select Entity Type: (Check one)

- ☐ Individual Owner/Sole Proprietorship
☐ Partnership - List names and address of all person having an interest in the business.
☒ Corporation - List names and addresses of two principal officers.

Jim Donnelly, CEO
36 Brandywine Ct. Richboro, PA
Craig Mubner, COO
307 East Central Ave, Morristown, NJ

Applicant is financially able to furnish the services as specified in this application and submits the following statement of assets and liabilities.

BALANCE SHEET

Active SC Two, Inc.

Balance at Time Application is Filed:

Month 12 Year 2012**Assets:**

Cash	352
Receivables	785,460.
Real Estate	
Buildings and Equipment (Net)	13,638
Motor Vehicles (Net)	
Garage Equipment (Net)	
Machinery and Tools (Net)	
Supplies on Hand	
Prepays and Other Assets	1164.
Total Assets *	800,614.
<u>Liabilities and Equity:</u>	
Accounts Payable	735,795
Notes Payable	
Mortgages Payable	
Equipment Obligations	
Accrued Salaries and Wages	11,909
Other Accrued Obligations	52,910.
Other Liabilities	
Total Liabilities	800,614.
Capital Stock	
Retained Earnings	
Total Equity	-
Total Liabilities and Equity *	800,614.

* Total Assets = Total Liabilities and Equity

Active Day, Inc.
Consolidated Balance Sheet
December 31, 2012

	Georgetown)	Greer	Liberty	Total
Current Assets				
Cash and Cash Equivalents	600.00	400.00	(648.31)	351.69
Accounts Receivable	25,045.14	31,670.29	32,450.66	89,166.09
Prepaid Expenses and Other Current Assets	142.53	569.96	452.00	1,164.49
Total Current Assets	25,787.67	32,640.25	32,254.35	90,682.27
Fixed Assets				
Furniture, Fixtures and Equipment Gross	23,201.74	5,743.77	16,509.43	45,454.94
Accumulated Depreciation	(14,413.88)	(3,645.96)	(13,757.11)	(31,816.95)
Total Fixed Assets	8,787.86	2,097.81	2,752.32	13,637.99
Other Assets (Net)				
Inter Company Receivable	1,110,176.65	(231,262.71)	(182,619.54)	696,294.40
Total Other Assets	1,110,176.65	(231,262.71)	(182,619.54)	696,294.40
TOTAL ASSETS	1,144,752.18	(196,524.65)	(147,612.87)	<u>800,614.66</u>
Current Liabilities				
Accrued Wages and Bonuses	3,467.96	4,114.39	4,326.89	11,909.24
Accrued Expenses and Other Current Liabilities	30,012.07	15,173.06	7,724.88	52,910.01
Intercompany Payable	1,111,272.15	(215,812.10)	(159,664.64)	735,795.41
Total Current Liabilities	1,144,752.18	(196,524.65)	(147,612.87)	800,614.66
Long -Term Liabilities				
	-	-	-	-
Total Shareholders Equity				
	-	-	-	-
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	1,144,752.18	(196,524.65)	(147,612.87)	<u>800,614.66</u>

Active Day, Inc.
Consolidated Balance Sheet
December 31, 2012
Georgetown, SC ADC 084-40-02 SC

	<u>UnAudited</u> <u>December</u> <u>2012</u>	<u>UnAudited</u> <u>December</u> <u>2011</u>
ASSETS		
Current Assets		
Cash and Cash Equivalents	600	
Accounts Receivable	25,045	
Prepaid Expenses and Other Current Assets	<u>143</u>	
Total Current Assets		26,636
Fixed Assets		
Furniture, Fixtures and Equipment Gross	23,202	
Accumulated Depreciation	<u>(14,414)</u>	
Total Fixed Assets		9,688
Other Assets (Net)		
Inter Company Receivable	<u>1,110,177</u>	
Total Other Assets		<u>1,107,224</u>
TOTAL ASSETS		<u><u>1,143,548</u></u>

LIABILITIES AND SHAREHOLDERS EQUITY

Current Liabilities		
Accrued Wages and Bonuses	3,468	
Accrued Expenses and Other Current Liabilities	<u>30,012</u>	
Total Current Liabilities		4,733
Long -Term Liabilities		
Total Shareholders Equity		<u>725,531</u>
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY		<u><u>730,264</u></u>

Active Day, Inc.
Consolidated Balance Sheet
December 31, 2012
Greer ADC 025-40-02 SC

	UnAudited December 2012	UnAudited December 2011
ASSETS		
Current Assets		
Cash and Cash Equivalents	400	
Accounts Receivable	31,670	
Prepaid Expenses and Other Current Assets	<u>570</u>	
Total Current Assets		15,862
Fixed Assets		
Furniture, Fixtures and Equipment Gross	5,744	
Accumulated Depreciation	<u>(3,646)</u>	
Total Fixed Assets		188
Other Assets (Net)		
Goodwill	157,830	
Inter Company Receivable	<u>(231,263)</u>	
Total Other Assets		<u>(76,719)</u>
TOTAL ASSETS		<u>(60,669)</u>

LIABILITIES AND SHAREHOLDERS EQUITY

Current Liabilities		
Accrued Wages and Bonuses	4,114	
Accrued Expenses and Other Current Liabilities	<u>15,173</u>	
Total Current Liabilities		8,746
Long -Term Liabilities		
Total Shareholders Equity		<u>(60,940)</u>
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY		<u>(52,194)</u>

Active Day, Inc.
Consolidated Balance Sheet
December 31, 2012
Liberty ADC 026-40-02 SC

	UnAudited December 2012	UnAudited December 2011
ASSETS		
Current Assets		
Cash and Cash Equivalents	(648)	
Accounts Receivable	32,451	
Prepaid Expenses and Other Current Assets	<u>452</u>	
Total Current Assets		31,804
Fixed Assets		
Furniture, Fixtures and Equipment Gross	16,509	
Accumulated Depreciation	<u>(13,757)</u>	
Total Fixed Assets		641
Other Assets (Net)		
Goodwill	90,970	
Deposits	195	
Inter Company Receivable	<u>(182,620)</u>	
Total Other Assets		<u>(94,160)</u>
TOTAL ASSETS		<u>(61,715)</u>

LIABILITIES AND SHAREHOLDERS EQUITY

Current Liabilities		
Accrued Wages and Bonuses	4,327	
Accrued Expenses and Other Current Liabilities	<u>7,725</u>	
Total Current Liabilities		11,411
Long -Term Liabilities		
Total Shareholders Equity		<u>(121,072)</u>
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY		<u>(109,661)</u>

PROPOSED RATES AND CHARGES FOR SERVICE

Proposed Rates and Charges (List only maximum charges per mile or trip, and/or hourly rate):

\$1.61 per mile

Requested Scope of Authority: Check all counties in which you are requesting permission to operate.
You will only be allowed to operate in those counties checked below. You may request "Statewide" authority if you intend to operate in all counties in South Carolina.

- | | | | | |
|-------------------------------------|---------------------------------------|--|-------------------------------------|---------------------------------------|
| <input type="checkbox"/> Abbeville | <input type="checkbox"/> Cherokee | <input type="checkbox"/> Florence | <input type="checkbox"/> Lee | <input type="checkbox"/> Saluda |
| <input type="checkbox"/> Aiken | <input type="checkbox"/> Chester | <input checked="" type="checkbox"/> Georgetown | <input type="checkbox"/> Lexington | <input type="checkbox"/> Spartanburg |
| <input type="checkbox"/> Allendale | <input type="checkbox"/> Chesterfield | <input type="checkbox"/> Greenville | <input type="checkbox"/> Marion | <input type="checkbox"/> Sumter |
| <input type="checkbox"/> Anderson | <input type="checkbox"/> Clarendon | <input type="checkbox"/> Greenwood | <input type="checkbox"/> Marlboro | <input type="checkbox"/> Union |
| <input type="checkbox"/> Bamberg | <input type="checkbox"/> Colleton | <input type="checkbox"/> Hampton | <input type="checkbox"/> McCormick | <input type="checkbox"/> Williamsburg |
| <input type="checkbox"/> Barnwell | <input type="checkbox"/> Darlington | <input type="checkbox"/> Horry | <input type="checkbox"/> Newberry | <input type="checkbox"/> York |
| <input type="checkbox"/> Beaufort | <input type="checkbox"/> Dillon | <input type="checkbox"/> Jasper | <input type="checkbox"/> Oconee | |
| <input type="checkbox"/> Berkeley | <input type="checkbox"/> Dorchester | <input type="checkbox"/> Kershaw | <input type="checkbox"/> Orangeburg | <input type="checkbox"/> Statewide |
| <input type="checkbox"/> Calhoun | <input type="checkbox"/> Edgefield | <input type="checkbox"/> Lancaster | <input type="checkbox"/> Pickens | |
| <input type="checkbox"/> Charleston | <input type="checkbox"/> Fairfield | <input type="checkbox"/> Laurens | <input type="checkbox"/> Richland | |

DESCRIPTION OF EQUIPMENT

You are **not** required to own a vehicle to file an application. However, prior to being issued a certificate by ORS, you will be required to have obtained a vehicle.

Maximum Number of Passengers Vehicle is Equipped to Carry: (The number of passengers a vehicle is equipped to carry is based on the number of seatbelts in the vehicle, including the driver's seatbelt.)

☐ 1-7 Passengers, including driver

☒ 8-15 Passengers, including driver

MAKE	YEAR & MODEL	VIN#	EMPTY WEIGHT	WHEEL- CHAIR LIFT
Ford 2011	2011 E-350	1FDEE4FLOBDB36568	3750	yes
Ford	2011 E-350	1FDEE3FLOBDB36569	3750	yes

INSURANCE QUOTE

This form **MUST BE COMPLETED AND SIGNED** by an **AUTHORIZED INSURANCE COMPANY REPRESENTATIVE**. The insurance quote must be complete, listing current insurance premiums. At the discretion of the Commission, a copy of current insurance policies may be required. Do not provide a copy of insurance policies unless requested. You will not be required to purchase insurance until your application has been approved and an order has been issued by the PSC. **THIS IS ONLY A QUOTE.**

The following insurance quote is for:

Active SC Two, Inc dba Active Day of Georgetown
Name of Applicant

Address of Applicant

Amount of Premium:

Liability Insurance \$ _____

The above quoted premium is for a term of _____ months.

Minimum Limits - Bodily injury and property damage limits will not be less than the following:

Limits Quoted

Liability Combined Each Occurance	\$ 1,000,000	
Medical Payments per Person	\$ 1,000	

Name of Insurance Company

Home Office Address of Company

I am familiar with the Commission's Rules and Regulations relating to insurance requirements and the above quote meets the minimum insurance limits prescribed. The insurance company making this quote is authorized by the South Carolina Department of Insurance to do business in South Carolina.

Date

Authorized Insurance Company Representative's Signature

NOTICE:

If you wish to self-insure your motor vehicles for liability and property damage, you must comply with S.C. Code Ann. Sections 56-9-60 and 58-23-910. For more information, contact Vickie Coker with the Department of Motor Vehicles at (803) 896-8457.

If you wish to apply as a self-insured for worker's compensation coverage in South Carolina you may do so with the South Carolina Worker's Compensation Commission (WCC) provided that you will be able to: 1) post a surety bond or letter-of-credit with the WCC for a minimum of \$500,000, 2) agree to pay a yearly self-insurance tax, and 3) agree to pay an annual assessment to the South Carolina Second Injury Fund. For more information, contact the WCC Self-Insurance Division at (803) 737-5712 or on the web at www.wcc.state.sc.us/self-insurance.

Form E
UNIFORM MOTOR CARRIER BODILY INJURY AND PROPERTY
DAMAGE LIABILITY CERTIFICATION OF INSURANCE

Filed with South Carolina Department of Motor Vehicles
(Name of Agency) (herein after called Agency)

This is to certify that the The Insurance Company of the State of Penn
(Name of Company)
(herein after called Company) of 175 WATER STREET, New York, NY, 10038
(Home Address of Company)

has issued to Active SC Twp. Inc. of 2902 Highmarket Street, Georgetown, SC
(Name of Motor Carrier) (Address of Motor Carrier)

A policy or policies of insurance effective from 10/15/2012 12:01 A.M. standard time at the address of the insured stated in said policy or policies and continuing until cancelled as provided herein, which by attachment of the Uniform Motor Carrier Bodily Injury and Property Damage Liability Insurance Endorsement, has or have been amended to provide automobile bodily injury and property damage liability insurance covering the obligations imposed upon such motor carrier by the provisions of the motor carrier law of the State in which the Agency has jurisdiction or regulations promulgated in accordance therewith.

Whenever requested, the Company agrees to furnish the Agency a duplicate original of said policy or policies and all endorsements thereon. This certificate and the endorsement described herein may not be cancelled without cancellation of the policy to which it is attached. Such cancellation may be effective by the Company or the insured giving thirty (30) days' notice in writing to the State Agency, such thirty (30) days' notice to commence to run from the date notice is actually received in the office of the Agency.

Countersigned at 175 Water Street, 39th fl
New York NY, 10038 This 08th day of Mar 20 13
(Address) (Day) (Month) (Year)

Insurance Company File No. 934496 Joseph Davide
(Policy No) (Authorized Company Representative)

Underlying Limit : 0.00 Liability Limit : 1,000,000.00

Exhibit Fit, Willing, and Able (FWA)

Active SC Two, Inc dba Active Day of Georgetown
Name

U.S.D.O.T No.

ICC No.

1. Is there currently any outstanding judgments against the Applicant?

☐ Yes☒ No

If Yes, indicate nature of judgement(s) against applicant.

2. Is Applicant familiar with all statutes and regulations, including safety regulations and governing for-hire motor carrier operations in South South Carolina, and does Applicant agree to operate in compliance with these statutes and regulations?

☒ Yes☐ No

3. Is Applicant aware of the Commission's insurance requirements and the insurance premium costs associated therewith?

☒ Yes☐ No


Exhibit on Driver Qualifications

1. Applicant understands that drivers must possess at least a current American Red Cross Standard First Aid and CPR Certificate or its equivalent, and records that verify/record such training must be kept on file at the company's primary place of business within South Carolina.
☒ Yes ☐ No
2. Applicant understands that drivers must be in compliance with all OSHA regulations.
☒ Yes ☐ No
3. Applicant understands that drivers must be trained in the use of all vehicle installed safety equipment such as two-way radios, first-aid kits, fire extinguishers, and other equipment as outlined in PSC Regulations.
☒ Yes ☐ No
4. Applicant understands that drivers must be able to physically perform actions necessary to assist persons with disabilities, including wheelchair users.
☒ Yes ☐ No
5. Applicant understands that drivers must wear a professional uniform and photo identification badge that easily identifies the driver and the company for whom the driver works.
☒ Yes ☐ No
6. Applicant understands that drivers must complete twelve (12) hours of in-service training annually in the area of safety, and records that verify/record such training must be kept on file at the company's primary place of business within South Carolina.
☒ Yes ☐ No

PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA
POST OFFICE DRAWER 11649
COLUMBIA, SOUTH CAROLINA 29211

Applicant is familiar with the provision of S.C. Code Ann. §58-23-10, et seq.(1976), and amendments thereto, and R.103-100 through R.103-241 of the Commission's Rules and Regulations for Motor Carriers (Volume 26, S.C. Code Ann. Regs., 1976), and R.38-400 through R.38-503 of the Department of Public Safety's Rules and Regulations for Motor Carriers (Volume 23A, S.C. Code Ann., 1976) and amendments thereto, and hereby promises compliance therewith.

The Applicant for the Certificate of Public Convenience and Necessity as set forth in the foregoing, swear or affirm that all statements contained in the above application are true and correct.


Applicant's Signature

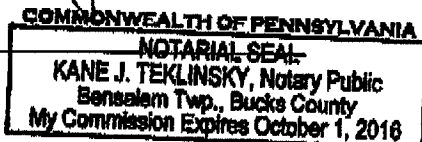
COO
Title of Applicant (e.g. President, Owner, etc.)

Pennsylvania
STATE OF ~~SOUTH CAROLINA~~)
COUNTY OF Bucks)

This 8th SWORN TO BEFORE ME day of March, 2013

Kane J. Teklinsky
Notary Public

Commission Expires



9 7 1 1 / 2 3 3 8

ARTICLES OF INCORPORATION
OF
ACTIVE SC TWO, INC.

The undersigned, acting as incorporator under the Alabama Business Corporation Act adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation (the "Corporation") shall be:

ACTIVE SC TWO, INC.

ARTICLE II

Purposes

The nature of the business of the Corporation and its objects, purposes and powers are:

- (a) To engage in the business of operating adult day health facilities in South Carolina and other states and all related activities;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant in connection therewith;
- (c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;
- (d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same

in cash, the stock or other securities of the Corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

(e) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of or creation of security interests in any of its property, franchises, or income, and, without limiting the generality of the foregoing; (a) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenience to the conduct, promotion or attainment of the business of the contracting Corporation, (b) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of (i) an entity that is wholly owned, directly or indirectly, by the contracting Corporation or (ii) a person that owns, directly or indirectly, all of the outstanding stock of the contracting Corporation or (iii) an entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding stock of the Corporation;

(f) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(g) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other entity;

(h) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future or former directors, officers, employees and agents;

(i) To make donations for the public welfare or for charitable, scientific or educational purposes; and

(j) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Corporation is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE III

Capital Stock

3.01 The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is One Thousand (1,000), consisting of One Thousand (1,000) shares of \$.01 par value common stock.

3.02 Distributions with respect to all classes and series of Shares shall be made only when, as and if authorized by the Board of Directors; provided, however, that no distribution may be made if, after giving it effect, (i) the Corporation would not be able to pay its debts as they become due in the usual course of business; or (ii) the Corporation's total assets would be less than the sum of its total liabilities.

3.03 The Board of Directors is expressly authorized to create and issue, by resolution(s) adopted from time to time, warrants, rights or options entitling the holders thereof to purchase Corporation Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares or other securities or evidences of indebtedness. The Board of Directors is also authorized expressly to determine the terms, including, without limit, the time or times within which, the price or prices and any adjustments thereto, whereby Corporation Shares may be purchased upon the exercise of any such warrant, right or option. The judgment of the Board of Directors shall be conclusive as to the adequacy of the consideration received for any such rights or options.

ARTICLE IV

Miscellaneous

In furtherance and not in limitation of the powers conferred by law, the following provisions for the regulation of the Corporation, its directors and shareholders are hereby established:

4.01 A director shall not be held personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action as a director, except this provision shall not eliminate the liability of a director for (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (iv) an intentional violation of criminal law; or (v) a breach of a director's duty of loyalty to the Corporation or its shareholders. It is the intention that the directors of the Corporation be protected from personal liability to the fullest extent permitted by the Alabama Business Corporation Act as it now or hereafter exists. If at any time in the future the Alabama Business Corporation Act is modified to permit further or additional limitations on the extent to which directors may be held personally liable to the Corporation, the protection

afforded by this Section 4.01 shall be expanded to afford the maximum protection permitted under such law. Any repeal or modification of this Section 4.01 by the shareholders of the Corporation shall be prospective only, and shall not diminish the rights, or expand the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

4.02 The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE V

Registered Office and Agent

The location and mailing address of the Corporation's registered office shall be 2700 Highway 280 East, Suite 270E, Birmingham, Alabama 35223 and the registered agent at such address shall be Colin H. Luke.

ARTICLE VI

Board of Directors

The Corporation's initial Board of Directors shall consist of one (1) person who shall serve until the first annual meeting of the sole shareholder and until his successors are elected and qualified. The name and address of the sole member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Kenneth W. Oliver	2700 Highway 280 East, Suite 270E Birmingham, Alabama 35223

ARTICLE VII

Incorporator

The name and address of the Incorporator of the Corporation is as follows:

Name

Address

Timothy J. Segers

Post Office Box 306
Birmingham, Alabama 35201

Dated the 23rd day of September, 1997.



Timothy J. Segers
Incorporator

This Instrument was prepared by:

Timothy J. Segers
Balch & Bingham LLP
1901 Sixth Avenue North, Suite 2600
Birmingham, Alabama 35203
(205) 251-8100

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:


Active SC Two, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Myers, Anne-Marie, P O Box 306, Birmingham, AL 35201 for a period of one hundred twenty days beginning September 23, 1997 and expiring January 22, 1998.

State of Alabama - Jefferson County
I certify this instrument filed on:
1997 SEP 24 P.M. 16:35

Recorded and \$	Mtg. Tax
and \$ 36.00	Deed Tax and Fee Amt. 36.00
Total \$	

\$ GEORGE R. REYNOLDS, Judge of Probate



9711/2338



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

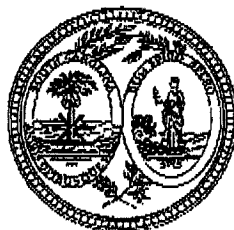
September 23, 1997

Date

Jim Bennett

Secretary of State

The State of South Carolina



Office of Secretary of State Jim Miles Certificate of Authorization

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

ACTIVE SC TWO, INC.,

a corporation duly organized under the laws of the state of **ALABAMA** and issued a certificate of authority to transact business in South Carolina on **October 9th, 1997**, has on the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that its authority to transact business in South Carolina is subject to being revoked pursuant to Section 33-15-310 of the 1976 South Carolina Code, and no application for surrender of authority to do business in South Carolina has been filed in this office as of the date hereof.

Given under my Hand and the Great Seal of
the State at Columbia this 10th day of
October, 1997.

Handwritten signature of David M. Beasley in black ink.

David M. Beasley, Governor

Handwritten signature of Jim Miles in black ink.

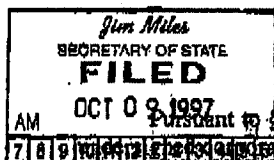
Jim Miles, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual report with the Tax Commission. It is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.

STATE OF SOUTH CAROLINA
 SECRETARY OF STATE
 JIM MILES
 APPLICATION BY A FOREIGN CORPORATION
 FOR A CERTIFICATE OF AUTHORITY
 TO TRANSACT BUSINESS
 IN THE STATE OF SOUTH CAROLINA

RECEIVED TO BE A TRUE AND CORRECT COPY
 AND COMPARED WITH THE
 ORIGINAL ON FILE IN THIS OFFICE.

OCT 09 1997



Pursuant to §33-15-103 of the 1976 South Carolina Code, as amended, I, the undersigned, hereby applies for authority to transact business in the State of South Carolina, and for that purpose, hereby submits the following statement:

1. The name of the corporation is (see §§33-4-101 and 33-15-106 and see §§33-19-500(b)(1) if the corporation is a professional corporation) Active SC Two, Inc.
2. It is incorporated as (check applicable item) ☒ a general business corporation, ☐ a professional corporation, under the laws of the state of Alabama
3. The date of its incorporation is September 24, 1997 and the period of its duration is Perpetual
4. The address of the principal office of the corporation is 2700 Highway 280 East, Suite 270E
 (Street & Number)
 in the city of Birmingham and the state of Alabama
5. The address of the proposed registered office in the state of South Carolina is c/o C T Corporation System, 75 Beattie Place, Two Indignia Financial Plaza in the city of Greenville
 (Street & Number)
 in South Carolina 29601
 (Zip Code)
6. The name of the proposed registered agent in this state at such address is:
C T Corporation System
7. The name and usual business address of the corporation's directors (if the corporation has no directors, then the name and address of those persons who are exercising the statutory authority of directors on behalf of the corporation) and principal officers:

a) Name of directors	Business Address
<u>see attached list of directors</u>	

b) Name and Office of Principal officers	Business Address
<u>see attached list of officers</u>	
8. The aggregate number of shares which the corporation has authority to issue, itemized by classes and series, if any, within a class:

Class of Shares and Series	Authorized Number of Each Class and Series
<u>Common/(No series)</u>	<u>1,000</u>

9. Unless a delayed date is specified, this application shall be effective when accepted for filing by the Secretary of State (See §33-1-230): _____

10. Date this 5th day of October, 19 97.

Active SC Two, Inc.
(Name of Corporation)
By: [Signature]
(Signature of Officer)
Colin H. Luke, Secretary
(Type or Print Name and Office)

FILING INSTRUCTIONS

1. Two copies of this application, the original and with a duplicate original or a conformed copy, must be filed.
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. Schedule of Fees (Payable at the time of filing this document):

Fee for filing Application	\$10.00
Filing Tax	\$100.00
Minimum License Fee	\$25.00
(Payable to Secretary of State)	\$135.00

4. This form must be accompanied by the initial annual report of corporations, a check in the amount of \$25.00 payable to the S.C. Tax Commission, and a certificate of existence from a state official of the jurisdiction where the corporation is incorporated.
5. If the applicant corporation is adopting a fictitious name for use in South Carolina pursuant to §33-15-106(a), then a certified copy of the board of directors resolution approving the fictitious name must be attached to the application.
6. If the applicant is a foreign professional corporation, then in addition to satisfying the name requirements in §§33-19-150 and 33-19-500(b)(1), the following information must be included in the application:
 - a. A statement that the corporation's sole business purpose is to engage in a specified form of professional services (e.g. law firm).
 - b. A statement that all of its shareholders not less than one-half of its directors, and all of its officers other than its secretary and treasurer, if any, are licensed in one or more states to render a professional service described in its articles of incorporation.

Appendix to South Carolina
Initial Annual Report of Corporations

Purpose Clause of
Active SC Two, Inc.

Operate an adult day health facility and all related activities



INITIAL ANNUAL REPORT OF CORPORATIONS

CL-1

(Rev. 10/88)
3134

File Number

ENDING PERIOD

FILE THIS RETURN WITH ARTICLES OF INCORPORATION OR APPLICATION FOR AUTHORITY TO DO BUSINESS.

NAME OF CORPORATION		
Active SC Two, Inc.		
ADDRESS OF CORPORATION (NUMBER AND STREET)		
2700 Highway 280 East, Suite 2705		
CITY AND STATE	ZIP	COUNTY
Birmingham, Alabama	35223	County of Jefferson
Date "Application for Charter" filed with Secretary of State		
Date of "Request for authority to do business in this state" (Foreign Corp.)		
IRS Employer Identification Number		
Business Code		
1. State of Incorporation Alabama		
2. Nature of principal business in South Carolina: See attached purpose clause		
3. Location of registered office of the corporation in the state of South Carolina is * See address below in the city of Greenville. Registered agent at such address is C T Corporation System		
4. Location of principal office in South Carolina (street, city and county): None		
5. Date business commenced in South Carolina: Telephone # None		
6. The corporation's books are in care of Colin R. Luke located at ** See address below		
7. Indicate date corporation closes its books: December 31		
8. If a professional corporation are all shareholders, one-half of the directors (or individuals functioning as directors) and all officers (other than the secretary and treasurer) qualified to practice the professional services engaged in by the corporation?		
9. The names and business addresses of the directors (or individuals functioning as directors) and principal officers in the corporation are:		
Name	Business Address and Office	
See attached list of directors and officers		
10. The total number of authorized shares of capital stock itemized by class and series, if any, within each class is as follows:		
Number of Shares	Class	Series
1,000	Common	(No series)
11. The total number of issued and outstanding shares of capital stock itemized by class and series, if any, within each class is as follows:		
Number of Shares	Class	Series
100	Common	(No series)
1. Fee due with this report		
2. Interest due		
3. Penalty due		
4. Total - Fee, Interest and Penalty (Make remittance payable to SC Tax Commission.)		
1. 25.00		
2. 0.00		
3. 0.00		
4. \$ 25.00		

ATTACH REMITTANCE HERE

* c/o C T Corporation System, 75 Beattie Place, Two Insignia Financial Plaza
 I, the undersigned, principal officer of the corporation for which this return is made, declare that this return including accompanying statements and schedules, has been examined by me and is to the best of my knowledge and belief a true and complete return made in good faith.

AFFIDAVIT

** 2700 Highway 280 East, Suite 2705, Birmingham, Alabama 35223

Anne-Marie Myers

THIS RETURN PREPARED BY

October 5, 1997

(S.C. - 866 - 1/1/89) DATE

SIGNATURE OF OFFICER AUTHORIZED TO SIGN

Secretary

TITLE

INITIAL ANNUAL REPORT - CL-1.

The Initial Annual Report of Corporations is required to be filed together with a remittance of the minimum license fee required by Sections 12-19-70 and 12-19-120 of the 1976 Code as amended:

1. when filing the Initial Articles of Incorporation,
 2. when filing the Application for Certificate of Authority by a foreign corporation to transact business in South Carolina or
 3. on or before sixty days after commencing business in South Carolina, or using a portion of capital in this state or acquiring ownership of, commencing maintenance of or commencing operation of one or more establishments or plants in this state.
- The minimum fee of twenty-five (\$25.00) dollars must be paid at the time such report is filed.
 - Interest due at the prevailing federal interest rate if this return is not filed within 90 days after commencing business in this state.
 - Late filing of this return will incur a delinquent penalty of 5% per month not to exceed 25%.
(If not filed within sixty (60) days of the due date the penalty will not be less than the lesser of one hundred (\$100.00) dollars or the amount of the fee due.)
 - Late payment of the license fee will incur a penalty of 1/2% per month not to exceed 25%.
 - Make remittance payable to SC Tax Commission.

File this return with Articles of Incorporation or application for authority to do business.

Active SC Two, Inc.

Officers

Kenneth W. Oliver
Chairman of the Board of Directors
and President
2700 Highway 280 East
Suite 270E
Birmingham, Alabama 35253

Colin H. Luke
Secretary
2700 Highway 280 East
Suite 270E
Birmingham, Alabama 35253

Director

Kenneth W. Oliver
2700 Highway 280 East
Suite 270E
Birmingham, Alabama 35253